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HOLDING COMPANY REPORT 1979

UNITED STATES TELEPHONE ASSOCIATION

HOLDING COMPANY REPORT

At the end of 1988, there were 1,371 operating companies in the United States. The twenty-three holding companies included in this report contain 265 of these operating companies.

The following pages contain information on the twenty-three holding companies. These companies represent 97% of the total industry's access lines and 93% of the total industry's operating revenues.

The largest telephone company or group in terms of access lines is Bell Atlantic Corporation, serving customers in the mid-Atlantic states. BellSouth Corporation, operating in the southeastern states, ranks as the largest company or group in terms of total operating revenues.

For further information regarding this publication, please contact Kelley Hoolihan on (202) 835-3263.

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CONTENTS

	Page
ALLTEL Corporation	1
Ameritech	3
Bell Atlantic Corporation	5
BellSouth Corporation	7
Centel Corporation	9
Century Telephone Enterprises	11
Cincinnati Bell, Inc.	13
Contel Corporation	15
C-TEC Corporation	17
GTE Corporation	19
North-West Telecommunications, Inc.	21
NYNEX Corporation	23
Pacific Telecom, Inc.	25
Pacific Telesis Group	27
Rochester Tel	29
SLT Communications, Inc.	31
Southern New England Telecommunications Corporation	33
Southwestern Bell Corporation	35
Telephone and Data Systems, Inc.	37
Telephone Electronics Corporation/Fail, Incorporated	41
United Telecommunications, Inc.	43
Universal Telephone, Inc.	45
US WEST, Incorporated	47

ALLTEL CORPORATION
100 Executive Parkway
Hudson, Ohio 44236

Chairman of the Board:	Weldon W. Case
President & Chief Executive Officer:	Joe T. Ford
Executive Vice President & Chief Financial Officer:	Max E. Bobbitt
Executive Vice President — Telephone Operations:	Frederick G. Griech
Executive Vice President:	Charles W. Miller
Vice President — Controller:	Dennis J. Ferra
Vice President — Investor Relations:	Ronald D. Payne
Vice President — Corporate Planning:	Tom T. Orsini
Treasurer:	Nick F. Arena
Secretary:	George C. McConnaughey
Telephone Number:	216/650-7000
Year Incorporated:	1960

Holding Company Figures
December 31, 1988

1. Number of Common Stockholders	39,673
2. Number of Preferred Stockholders	4,097

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	1,084,283	—
2. Exchanges	635	—
3. Percentage of Access Lines of Industry Total	.83	—
4. Total Number of States Operating In	25	—
5. Total Gross Plant	$2,211,400,000	$2,040
6. Total Operating Revenues	$ 733,600,000	$ 677
7. Number of Employees	7,532	—

Regulated Construction Expenditures

For Year 1988	$165,000,000

ALLTEL CORPORATION

Name of Regulated Telephone Operating Companies and Operating Location December 31, 1988

1. ALLTEL Alabama, Inc. — Leeds, Alabama
2. ALLTEL Arkansas, Inc. — Little Rock, Arkansas
3. ALLTEL Carolina, Inc. — Matthews, North Carolina
4. ALLTEL Florida, Inc. — Live Oak, Florida
5. ALLTEL Georgia, Inc. — Commerce, Georgia
6. ALLTEL Illinois, Inc. — Rantoul, Illinois
7. ALLTEL Indiana, Inc. — Ossian, Indiana
8. ALLTEL Kentucky, Inc. — Shepherdsville, Kentucky
9. ALLTEL Michigan, Inc. — Stockbridge, Michigan
10. ALLTEL Mississippi, Inc. — Florence, Mississippi
11. ALLTEL Missouri, Inc. — Dixon, Missouri
12. ALLTEL New York, Inc. — Jamestown, New York
13. ALLTEL Ohio, Inc. — Newark, Ohio
14. ALLTEL Oklahoma, Inc. — Burns Flat, Oklahoma
15. ALLTEL Pennsylvania, Inc. — Kittanning, Pennsylvania
16. ALLTEL South Carolina, Inc. — Lexington, South Carolina
17. ALLTEL Tennessee, Inc. — Powell, Tennessee
18. ALLTEL Texas, Inc. — Nocona, Texas
19. Brookville Telephone Company — Brookville, Pennsylvania
20. Clymer Telephone Company — Clymer, New York
21. CP National Corporation* (Telephone Company) —
    - — Colusa, California
    - — Myrtle Creek, Oregon
    - — Elko, Nevada
22. Elyria Telephone Company — Elyria, Ohio
23. Heins Telephone Company — Sanford, North Carolina
24. Mountain State Telephone Company — Masontown, West Virginia
25. Murraysville Telephone Company — Export, Pennsylvania
26. Navajo Communications Company, Inc.* — Window Rock, Arizona
27. Nevada Telephone-Telegraph Company* — Tonopah, Nevada
28. Oklahoma ALLTEL, Inc. — Poteau, Oklahoma
29. Romain Telephone Company* — Plains, Texas
30. Sandhill Telephone Company — Aberdeen, North Carolina
31. St. Matthews Telephone Company — St. Matthews, South Carolina
32. Texas Midland Telephone Company* — Grandview, Texas
33. Trinity Valley Telephone Company* — Winnie, Texas
34. Tuolumne Telephone Company* — Tuolumne, California
35. Western Reserve Telephone Company — Hudson, Ohio

* Formerly CP National Companies acquired by ALLTEL.

AMERITECH
30 S. Wacker Drive
Chicago, Illinois 60606

Chairman & Chief Executive Officer:	William L . Weiss
Vice Chairman & Chief Financial and Administrative Officer:	William H. Springer
Senior Vice President & General Counsel:	Thomas P. Hester
Senior Vice President — Government Affairs:	Harry Kalajian
Vice President & Treasurer:	Carl G. Koch
Vice President & Comptroller:	Robert P. Schaen
Vice President — Washington Office:	John J. Connarn
President — Ameritech Bell Group:	Ormand J. Wade
Secretary:	Bruce B. Howat
Telephone Number:	312/750-5000
Year Incorporated:	1983

Holding Company Figures
December 31, 1988

1. Number of Common Stockholders	1,164,109

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	15,469,053	—
2. Exchanges	2,434	—
3. Percentage of Access Lines of Industry Total	11.90	—
4. Total Number of States Operating In	5	—
5. Total Gross Plant	$23,629,124,505	$1,528
6. Total Operating Revenues	$ 9,118,886,471	$ 586
7. Number of Employees	67,783	—

Regulated Construction Expenditures

For Year 1988	$1,837,932,308

AMERITECH

Name of Regulated Telephone Operating Companies and Operating Location
December 31, 1988

1. Illinois Bell Telephone Company — Chicago, Illinois
2. Indiana Bell Telephone Company, Inc. — Indianapolis, Indiana
3. Michigan Bell Telephone Company — Detroit, Michigan
4. Ohio Bell Telephone Company — Cleveland, Ohio
5. Wisconsin Bell, Inc. — Milwaukee, Wisconsin

BELL ATLANTIC CORPORATION
1600 Market Street
Philadelphia, Pennsylvania 19103

Chairman & Chief Executive Officer:	Thomas E. Bolger
Vice Chairman & Chief Financial Officer:	Philip A. Campbell
President & Chief Executive Officer:	Raymond W. Smith
Executive Vice President & General Counsel:	Robert A. Levetown
Vice President — Finance & Controller:	William L. Bardeen
Vice President & Associate General Counsel:	John M. Kelleher
	William L. Leonard
Vice President — Secretary & Treasurer:	Carolyn S. Burger
Vice President — Human Resources:	Edward G. Grogan
Vice President — Strategic Planning:	William M. Newport
Vice President — Personnel:	David E. Berry
Vice President — Corporate Communications:	Donald H. Van Lenten
Telephone Number:	215/963-6000
Year Incorporated:	1983

Holding Company Figures
December 31, 1988

1. Number of Common Stockholders	1,275,000

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	16,540,408	—
2. Exchanges	965	—
3. Percentage of Access Lines of Industry Total	12.72	—
4. Total Number of States Operating In	7	—
5. Total Gross Plant	$26,827,518,000	$1,622
6. Total Operating Revenues	$ 9,730,300,000	$ 588
7. Number of Employees	65,815	—

Regulated Construction Expenditures

For Year 1988	$2,619,500,000

BELL ATLANTIC CORPORATION

Name of Regulated Telephone Operating Companies and Operating Location December 31, 1988

1. The Bell Telephone Company of Pennsylvania — Philadelphia, Pennsylvania
2. The Chesapeake and Potomac Telephone Company — Washington, D.C.
3. The Chesapeake and Potomac Telephone Company of Maryland — Baltimore, Maryland
4. The Chesapeake and Potomac Telephone Company of Virginia — Richmond, Virginia
5. The Chesapeake and Potomac Telephone Company of West Virginia — Charleston, West Virginia
6. The Diamond State Telephone Company — Philadelphia, Pennsylvania
7. The New Jersey Telephone Company — Newark, New Jersey

BELLSOUTH CORPORATION
1155 Peachtree Street, N.E.
Atlanta, Georgia 30367-6000

Chairman, President & Chief Executive Officer:	John L. Clendenin
Vice Chairman — Finance & Administration:	John B. White, Jr.
Executive Vice President — Governmental Affairs:	Raymond L. McGuire
Executive Vice President & General Counsel:	Walter H. Alford
Executive Vice President & Chief Financial Officer:	Harvey R. Holding
Vice President — Corporate Affairs and Secretary:	Malcolm L. Campbell
Vice President — Federal Relations:	Raymond K. Nolin
Vice President — Federal Regulatory:	David J. Markey
Vice President — Treasurer:	Arlen G. Yokley
Vice President — Comptroller:	Patrick H. Casey
Telephone Number:	404/249-2000
Year Incorporated:	1983

Holding Company Figures
December 31, 1988

1. Number of Common Stockholders	1,490,785

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	16,407,000	—
2. Exchanges	1,177	—
3. Percentage of Access Lines of Industry Total	12.62	—
4. Total Number of States Operating In	9	—
5. Total Gross Plant	$32,876,400,000	$2,004
6. Total Operating Revenues	$11,806,085,000	$ 720
7. Number of Employees	100,280	—

Regulated Construction Expenditures

For Year 1988	$2,911,000,000

BELLSOUTH CORPORATION

Name of Regulated Telephone Operating Companies and Operating Location
December 31, 1988

1. South Central Bell Telephone Company — Birmingham, Alabama
2. Southern Bell Telephone & Telegraph Company — Atlanta, Georgia

CENTEL CORPORATION
8725 Higgins Road
Chicago, Illinois 60631

Chairman, President & Chief Executive Officer:	John P. Frazee, Jr.
Executive Vice President:	James A. Lovell, Jr.
Executive Vice President:	J. Stephen Vanderwoude
Senior Vice President, General Counsel, and Secretary:	Karl Berolzheimer
Senior Vice President and Chief Financial Officer:	Eugene H. Irminger
President — Central Telephone Company:	Samuel E. Leftwich
Controller:	John P. Meyer
Treasurer:	Dale I. Parker
Telephone Number:	312/399-2500
Year Incorporated:	1909

Holding Company Figures
December 31, 1988

1. Number of Common Shareowners	36,447

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	1,503,192	—
2. Exchanges	304	—
3. Percentage of Access Lines of Industry Total	1.16	—
4. Total Number of States Operating In	9	—
5. Total Gross Plant	$2,449,366,362	$1,629
6. Total Operating Revenues	$ 858,353,000	$ 571
7. Number of Employees	7,768	—

Regulated Construction Expenditures

For Year 1988	$195,087,000

CENTEL CORPORATION

Name of Regulated Telephone Operating Companies and Operating Location December 31, 1988

1. Centel — Texas, Inc. — Killeen, Texas
2. Central Telephone Company — Chicago, Illinois (Iowa, Minnesota Nevada, and North Carolina Divisions)
3. Central Telephone Company of Florida — Tallahassee, Florida
4. Central Telephone Company of Illinois — Des Plaines, Illinois
5. Central Telephone Company of Ohio — Lorain, Ohio
6. Central Telephone Company of Virginia — Charlottesville, Virginia

CENTURY TELEPHONE ENTERPRISES, INC.
1900 North 18th Street
P.O. Box 4065
Monroe, Louisiana 71211-4065

Chairman and Chief Executive Officer:	Clarke M. Williams
Vice Chairman and President:	Clarke M. Williams, Jr.
Executive Vice President and Chief Operating Officer:	Glen F. Post, III
Senior Vice President and Chief Financial Officer:	W. Bruce Hanks
President — Business Group:	David E. Hogan
President — Telephone Group:	Jim D. Reppond
Senior Vice President, General Counsel, and Secretary:	Harvey P. Perry
Senior Vice President — Business Group:	Tony R. Davis
Vice President and Controller:	David D. Cole
Vice President — Region II Telephone:	Harlin F. Hames
Vice President — Telephone Group:	Jack W. Robinson
Telephone Number:	318/388-9500
Year Incorporated:	1968

Holding Company Figures
December 31, 1988

1. Number of Common Stockholders	5,858

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	239,207	—
2. Exchanges	170	—
3. Percentage of Access Lines of Industry Total	.18	—
4. Total Number of States Operating In	11	—
5. Total Gross Plant	$512,045,000	$2,141
6. Total Operating Revenues	$173,470,000	$ 725
7. Number of Employees	975	—

Regulated Construction Expenditures

For Year 1988	$44,144,000

CENTURY TELEPHONE ENTERPRISES, INC.

Name of Regulated Telephone Operating Companies and Operating Location
December 31, 1988

1. Adamsville Telephone Company, Inc. — Adamsville, Tennessee
2. Caddoan Telephone Company — Springhill, Louisiana
3. Central Indiana Telephone Company, Inc. — Battle Ground, Indiana
4. Central Louisiana Telephone Company, Inc. — Jena, Louisiana
5. Century Telephone Company, Inc. — Greensburg, Louisiana
6. Century Telephone Midwest, Inc. — Chesaning, Michigan
7. Century Telephone of Arkansas, Inc. — Hardy, Arkansas
8. Century Telephone of Idaho, Inc. — Salmon, Idaho
9. Century Telephone of Michigan, Inc. — Pinconning, Michigan
10. Century Telephone of North Louisiana, Inc. — Plain Dealing, Louisiana
11. Century Telephone of Wisconsin, Inc. — La Crosse, Wisconsin
12. Chester Telephone Company — Chester, Iowa
13. Claiborne Telephone Company — New Tazewell, Tennessee
14. Coastal Telephone & Electronics Corp. — Breaux Bridge, Louisiana
15. Evangeline Telephone Company — Welsh, Louisiana
16. Home Telephone Company — Olive Branch, Mississippi
17. Louisiana Western Telephone Company — Welsh, Louisiana
18. Mountain Home Telephone Company, Inc. — Mountain Home, Arkansas
19. Mustang Telephone Company — Port Aransas, Texas
20. Odon Telephone Company, Inc. — Odon, Indiana
21. Redfield Telephone Company, Inc. — Redfield, Arkansas
22. Union Telephone Company, Inc. — Junction City, Arkansas
23. Wyandotte Telephone Company — Wyandotte, Oklahoma

CINCINNATI BELL, INC.
201 East Fourth Street
Cincinnati, Ohio 45201

Chairman and Chief Executive Officer:	Dwight H. Hibbard
President and Chief Operating Officer:	John T. LaMacchia
Executive Vice President:	Raymond R. Clark
Executive Vice President and Chief Financial Officer:	Dennis J. Sullivan, Jr.
Vice President and Treasurer:	Charles N. Garber
Vice President and Controller:	Jeffrey J. Vorholt
Secretary and Assistant Treasurer:	William H. Zimmer, III
Telephone Number:	513/397-9900
Year Incorporated:	1983

Holding Company Figures
December 31, 1988

1. Number of Common Shareowners	18,500

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	763,439	—
2. Exchanges	22	—
3. Percentage of Access Lines of Industry Total	.59	—
4. Total Number of States Operating In	3	—
5. Total Gross Plant	$1,222,541,979	$1,601
6. Total Operating Revenues	$ 561,072,123	$ 735
7. Number of Employees	4,127	—

Regulated Construction Expenditures

For Year 1988	$76,437,150

CINCINNATI BELL, INC.

Name of Regulated Telephone Operating Company and Operating Location
December 31, 1988

1. Cincinnati Bell Telephone Company — Cincinnati, Ohio

CONTEL CORPORATION
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Chairman of the Board:	Charles Wohlstetter
President and Chief Executive Officer:	Donald W. Weber
Executive Vice President and Chief Financial Officer:	Malcolm Holmes
Executive Vice President and Telephone Operations Sector President:	James L. Carroll
Vice President — Western Region, Telephone Operations:	Robert D. Alton
Vice President — Eastern Region, Telephone Operations:	Michael B. Esstman
Vice President — Central Region, Telephone Operations:	Jim A. Moffit
Controller:	Jerry W. Braxton
Vice President — Governmental Relations:	James E. Graf, II
Vice President, General Counsel, and Secretary:	Walter M. Grant
Vice President and Treasurer:	Don D. Pitts
Telephone Number:	404/391-8000
Year Incorporated:	1961

Holding Company Figures
December 31, 1988

1. Total Common Shareholders	60,599

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	2,470,000	—
2. Exchanges	1,847	—
3. Percentage of Access Lines of Industry Total	1.90	—
4. Total Number of States Operating In	30	—
5. Total Gross Plant	$5,298,897,000	$2,145
6. Total Operating Revenues	$1,989,683,881	$ 806
7. Number of Employees	60,599	—

Regulated Construction Expenditures

For Year 1988	$538,412,000

CONTEL CORPORATION

Name of Regulated Telephone Operating Companies and Operating Location December 31, 1988

1. Contel System of Missouri — Wentzville, Missouri
2. Contel of Arkansas, Inc. — Russellville, Arkansas
3. Contel of California, Inc. — Victorville, California
4. Contel of Illinois, Inc. — Sycamore, Illinois
5. Contel of Indiana, Inc. — Seymore, Indiana
6. Contel of Iowa, Inc. — Knoxville, Iowa
7. Contel of Kansas, Inc. — Gardner, Kansas
8. Contel of Kentucky, Inc. — London, Kentucky
9. Contel of Maine, Inc. — Damariscotta, Maine
10. Contel of Minnesota, Inc. — St. Paul, Minnesota
11. Contel of Missouri, Inc. — Wentzville, Missouri
12. Contel of New Hampshire, Inc. — Hillsboro, New Hampshire
13. Contel of New York, Inc. — Johnstown, New York
14. Contel of North Carolina, Inc. — Weaverville, North Carolina
15. Contel of North Dakota, Inc. — St. Paul, Minnesota
16. Contel of the Northwest, Inc.; Oregon, Washington — Bellevue, Washington
17. Contel of Pennsylvania, Inc. — Hershey, Pennsylvania
18. Contel of the South, Inc.; Pell City, Alabama — Atlanta, Georgia
19. Contel of South Carolina, Inc. — Simpsonville, South Carolina
20. Contel of South Dakota, Inc. — St. Paul, Minnesota
21. Contel of Vermont, Inc. — Springfield, Vermont
22. Contel of Virginia, Inc. — Mechanicsville, Virginia
23. Contel of the West, Inc. — Bellevue, Washington
24. Contel of West Virginia, Inc. — St. Mary's, West Virginia
25. Contel of Texas — Dallas, Texas
26. J.B.N. Telephone Company, Inc. — Gardner, Kansas
27. The Kansas Telephone Company — Gardner, Kansas
28. Webster County Telephone Company — Marshville, Missouri

C-TEC CORPORATION
46 Public Square, Box 3000
Wilkes-Barre, Pennsylvania 18703

Chairman:	Andrew J. Sordoni, III
Vice Chairman:	William B. Sordoni
President:	Charles E. Parente
Executive Vice President & General Counsel:	William L. Moyer
Senior Vice President — Administration & External Affairs, & Secretary:	William J. Umphred
Vice President, Chief Financial Officer & Treasurer:	James E. Bogdan
Vice President — Marketing & Development:	Donald P. Roskos
Vice President — Human Resources:	John J. Menapace
Executive Vice President — Telephone Group:	Jack H. Thomas
Telephone Number:	717/825-1100
Year Incorporated:	1979

Holding Company Figures
December 31, 1988

1. Total Common Shareholders	4,369

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	177,000	—
2. Exchanges	80	—
3. Percentage of Access Lines of Industry Total	.14	—
4. Total Number of States Operating In	1	—
5. Total Gross Plant	$290,566,070	$1,642
6. Total Operating Revenues	$105,969,000	$ 599
7. Number of Employees	762	—

Regulated Construction Expenditures

For Year 1988	$25,879,000

C-TEC CORPORATION

Name of Regulated Telephone Operating Company and Operating Location
December 31, 1988

1. Commonwealth Telephone Company — Dallas, Pennsylvania

GTE CORPORATION
One Stamford Forum
Stamford, Connecticut 06904

Chairman & Chief Executive Officer:	James L. Johnson
President and Chief Operating Officer:	Charles R. Lee
Senior Vice President — Finance:	Nicholas L. Trivisonno
Senior Vice President — External Affairs General Counsel:	Edward C. Schmults
Group Vice President — Telephone Operations:	Kent B. Foster
Vice President & Controller:	Bruce E. Haddad
Vice President — Government Affairs:	Samuel F. Shawhan, Jr.
Vice President and Treasurer:	James Murphy
Corporate Secretary:	Marianne Drost
Telephone Number:	203/965-2000
Year Incorporated:	1935

Holding Company Figures
December 31, 1988

1. Number of Common Stockholders	440,000

Figures for Telephone Operating Companies (U.S. Only)
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	12,180,000	—
2. Exchanges	2,320	—
3. Percentage of Access Lines of Industry Total	9.37	—
4. Total Number of States Operating In	31	—
5. Total Gross Plant	$23,067,480,776	$1,894
6. Total Operating Revenues	$ 9,617,000,000	$ 790
7. Number of Employees	75,553	—

Regulated Construction Expenditures

For Year 1988	$2,296,000,000

GTE CORPORATION

Name of Regulated Telephone Operating Companies (U.S. Only)
December 31, 1988

1. GTE Alaska — Everett, Washington
2. GTE California — Thousand Oaks, California
3. GTE Florida — Tampa, Florida
4. GTE Hawaiian Tel — Honolulu, Hawaii
5. GTE North — Westfield, Indiana
6. GTE Northwest — Everett, Washington
7. GTE South — Durham, North Carolina
8. GTE Southwest — San Angelo, Texas

NORTH-WEST TELECOMMUNICATIONS, INC.
201 Main Street, Suite 900
La Crosse, Wisconsin 54601

President and Chief Executive Officer:	Harry W. Wellenkotter
Executive Vice President:	Peter G. Allen
Vice President — Engineering & Technology and Operations:	John E. Effa
Vice President — Finance and Treasurer:	Terry M. Murphy
Vice President and Secretary:	Hugh H. Bell
Assistant Treasurer & Assistant Secretary:	Doris M. Welch
Telephone Number:	608/784-6920
Year Incorporated:	1982

Holding Company Figures
December 31, 1988

1. Total Number of Shareholders	2,300

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	63,110	—
2. Exchanges	31	—
3. Percentage of Access Lines of Industry Total	.05	—
4. Total Number of States Operating In	1	—
5. Total Gross Plant	$116,193,268	$1,841
6. Total Operating Revenues	$ 31,463,907	$ 499
7. Number of Employees	319	—

Regulated Construction Expenditures

For Year 1988	$7,150,444

NORTH-WEST TELECOMMUNICATIONS, INC.

Name of Regulated Telephone Operating Companies and Operating Location
December 31, 1988

1. Footville Telephone Company — Footville, Wisconsin
2. North—West Telephone Company — Tomah, Wisconsin
3. Platteville Telephone Company — Platteville, Wisconsin
4. Sullivan Telephone Company — Sullivan, Wisconsin

NYNEX CORPORATION
335 Madison Avenue
New York, New York 10017

Chairman & Chief Executive Officer:	Delbert C. Staley
Vice Chairman:	William C. Burns
Vice Chairman:	William C. Ferguson
Executive Vice President and General Counsel:	Raymond F. Burke
Senior Vice President:	Ivan G. Seidenberg
Vice President Secretary and Treasurer:	Grace J. Fippinger
Vice President and Comptroller:	Dwight A. Kellogg
Telephone Number:	212/370-7400
Year Incorporated:	1983

Holding Company Figures
December 31, 1988

1. Number of Common Stockholders	1,248,537

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	14,851,000	—
2. Exchanges	3,650	—
3. Percentage of Access Lines of Industry Total	11.42	—
4. Total Number of States Operating In	7	—
5. Total Gross Plant	$27,584,200,000	$1,857
6. Total Operating Revenues	$11,111,200,000	$ 748
7. Number of Employees	76,900	—

Regulated Construction Expenditures

For Year 1988	$2,657,500,000

NYNEX CORPORATION

Name of Regulated Telephone Operating Companies and Operating Location
December 31, 1988

1. New England Telephone & Telegraph Company — Boston, Massachusetts
2. New York Telephone Company — New York, New York

PACIFIC TELECOM, INC.
805 Broadway, P.O. Box 9901
Vancouver, Washington 98668

Chairman, President & Chief Executive Officer:	Charles E. Robinson
Executive Vice President:	Charles E. Peterson
Senior Vice President:	Vern K. Dunham
Vice President & Secretary:	Theodore D. Berns
Vice President & Treasurer:	Brian M. Wirkkala
Vice President, Accounting and Financial Planning:	James H. Huesgen
Vice President:	Robert W. Bunke
Controller:	Edward R. Geiger
Telephone Number:	206/69[illegible]83
Year Incorporated:	1955

Holding Company Figures
December 31, 1988

1. Number of Common Stockholders	4,670

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	239,641	—
2. Exchanges	209	—
3. Percentage of Access Lines of Industry Total	.18	—
4. Total Number of States Operating In	10	—
5. Total Gross Plant	$565,509,435	$2,360
6. Total Operating Revenues	$199,358,628	$ 832
7. Number of Employees	1,075	—

Regulated Construction Expenditures

For Year 1988	$39,423,000

PACIFIC TELECOM, INC.

Name of Regulated Telephone Operating Companies and Operating Location December 31, 1988

1. Cencom, Inc. — Rushford, Minnesota
2. Eagle Telecommunications, Inc. — Eagle, Colorado
3. Gem State Utilities Corporation — Cheney, Washington
4. Inter Island Telephone Company, Inc. — Friday Harbor, Washington
5. Telephone Utilities of Wyoming, Inc. — Pinedale, Wyoming
6. Northwestern Telephone Systems, Inc. — Kalispell, Montana
7. Peninsula Telecommunications, Inc. — Forks, Washington
8. Rose Valley Telephone Company — Lebanon, Oregon
9. Telephone Utilities of Alaska, Inc. — Anchorage, Alaska
10. Telephone Utilities of Eastern Oregon, Inc. — Lebanon, Oregon
11. Telephone Utilities of Northland, Inc. — Anchorage, Alaska
12. Telephone Utilities of Oregon, Inc. — Lebanon, Oregon
13. Telephone Utilities of Washington, Inc. -- Cheney and Gig Harbor, Washington

PACIFIC TELESIS GROUP
130 Kearny Street, 37th Floor
San Francisco, California 94108

Chairman, President & Chief Executive Officer:	Sam Ginn
Vice Chairman and Chief Financial Officer:	John E. Hulse
Group President and Chief Executive Officer — PacTel Corporation:	C. Lee Cox
Group President and Chief Executive Officer — Pacific Bell:	Philip J. Quigley
Executive Vice President — External Affairs:	Arthur C. Latno, Jr.
Executive Vice President — External Affairs — Pacific Bell:	Gary W. McBee
Executive Vice President — Human Resources:	Jim R. Moberg
Executive Vice President, General Counsel, and Secretary:	Richard W. Odgers
Vice President and Treasurer:	Lydell L. Christensen
Vice President and Comptroller:	Kendall T. Murphy
Telephone Number:	415/394-3000
Year Incorporated:	1983

Holding Company Figures
December 31, 1988

1. Total Number of Shareholders	1,088,425

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	13,093,000	—
2. Exchanges	476	—
3. Percentage of Access Lines of Industry Total	10.07	—
4. Total Number of States Operating In	2	—
5. Total Gross Plant	$23,219,914,852	$1,773
6. Total Operating Revenues	$ 8,906,374,245	$ 680
7. Number of Employees	63,618	—

Regulated Construction Expenditures

For Year 1988	$1,264,588,000

PACIFIC TELESIS GROUP

Name of Regulated Telephone Operating Companies and Operating Location
December 31, 1988

1. Nevada Bell — Reno, Nevada
2. Pacific Bell — San Francisco, California

ROCHESTER TEL
180 S. Clinton Avenue
Rochester, New York 14646-0700

President and Chief Executive Officer:	Alan C. Hasselwander
Executive Vice President—Telecommunications Group:	Ronald L. Bittner
Executive Vice President—Telephone Group:	David C. Mitchell
Vice President—Finance, Secretary, and Treasurer:	Frederick R. Pestorius
Vice President—Telephone Group Staff:	John K. Purcell
Vice President—Telephone Operations:	John H. Cline
Assistant Secretary:	Josephine S. Trubek
Assistant Treasurer:	Barbara K. Osterman
Telephone Number:	716/777-1000
Year Incorporated:	1920

Holding Company Figures
December 31, 1988

1. Total Number of Shareholders	15,542

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	558,825	—
2. Exchanges	90	—
3. Percentage of Access Lines of Industry Total	.43	—
4. Total Number of States Operating In	5	—
5. Total Gross Plant	$883,254,949	$1,581
6. Total Operating Revenues	$321,757,906	$ 576
7. Number of Employees	2,603	—

Regulated Construction Expenditures

For Year 1988	$83,097,310

ROCHESTER TEL

Name of Regulated Telephone Operating Companies and Operating Location December 31, 1988

1. AuSable Valley Telephone Company—Monroe, New York
2. Breezewood Telephone Company—Breezewood, Pennsylvania
3. C,C & S Telco, Inc.—Jackson, Michigan
4. Canton Telephone Company—Canton, Pennsylvania
5. Enterprise Telephone Company—New Holland, Pennsylvania
6. Highland Telephone Company—Monroe, New York
7. Lakewood Rural Telephone Company—Barnesville, Pennsylvania
8. Oswayo River Telephone Company—Shinglehouse, Pennsylvania
9. Rochester Telephone—Rochester, New York
10. Seneca-Gorham Telephone Corporation—Holcomb, New York
11. Sylvan Lake Telephone Company—Monroe, New York
12. Thorntown Telephone Company, Inc.—Thorntown, Indiana

SLT COMMUNICATIONS, INC.
P.O. Box 650
Sugar Land, Texas 77478

President & Chief Executive Officer:	Robert C. Brown, III
Executive Vice President:	Jack Roach
Executive Vice President:	Peter Slot
Senior Vice President & Chief Financial Officer:	Charles Schuchard
Vice President, Engineering & Industry Relations:	Mike Lamb
Corporate Secretary:	Trudy Utsler
Telephone Number:	713/494-2121
Year Incorporated:	1931

Holding Company Figures
December 31, 1988

1. Number of Common Shareholders	58
2. Number of Preferred Shareholders	50

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	32,000	—
2. Exchanges	20	—
3. Percentage of Access Lines of Industry Total	.02	—
4. Total Number of States Operating In	2	—
5. Total Gross Plant	$74,600,000	$2,331
6. Total Operating Revenues	$24,000,000	$ 750
7. Number of Employees	180	—

Regulated Construction Expenditures

For Year 1988	$2,500,000
For Year 1989 (Est.)	3,500,000
For Year 1990 (Est.)	7,000,000

SLT COMMUNICATIONS, INC.

Name of Regulated Telephone Operating Companies and Operating Location
December 31, 1988

1. Peeples Telephone Company — Coolidge, Texas
2. Perco Telephone Company — Perryville, Arkansas
3. Sugar Land Telephone Company — Sugar Land, Texas
4. Sweeny-Old Ocean Telephone Company — Sweeny, Texas

SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORPORATION
227 Church Street
New Haven, Connecticut 06510

Chairman, President & Chief Executive Officer:	Walter H. Monteith, Jr.
Senior Vice President — Marketing and Sales:	Richard M. Donofrio
Senior Vice President — Finance & Planning:	Daniel J. Miglio
Senior Vice President — Operations:	Robert F. Neal
Vice President & General Counsel:	James B. Curtin
Vice President — Personnel & Corporate Relations:	Jean M. Handley*
Vice President — Network, and Chief Technology Officer:	Charles B. Harrison*
Vice President — Market Plans:	John D. Martens*
Vice President — Regulatory Matters:	Terry O. Oulundsen*
Vice President, Secretary & Treasurer:	E. William Kobernusz
Vice President and Comptroller:	John A. Sadek
Telephone Number:	203/771-5200
Year Incorporated:	1983

* Solely an officer of The Southern New England Telephone Company.

Holding Company Figures
December 31, 1988

1. Total Common Share Owners	69,299

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	1,839,422	—
2. Exchanges	87	—
3. Percentage of Access Lines of Industry Total	1.41	—
4. Total Number of States Operating In	1	—
5. Total Gross Plant	$3,402,100,977	$1,850
6. Total Operating Revenues	$1,368,074,603	$ 744
7. Number of Employees	12,533	—

Regulated Construction Expenditures

For Year 1988	$327,792,722

SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORPORATION

Name of Regulated Telephone Operating Company and Operating Location
December 31, 1988

1. Southern New England Telephone Company—New Haven, Connecticut

SOUTHWESTERN BELL CORPORATION
One Bell Center, Suite 4210
St. Louis, Missouri 63101

Chairman and Chief Executive Officer:	Zane E. Barnes
President and Chief Operating Officer:	Edward E. Whitacre, Jr.
Vice Chairman—Human Resources, Corporate Communications & Government Relations:	Gerald D. Blatherwick
Vice Chairman—Corporate Development and Chief Financial Officer:	Robert G. Pope
Senior Vice President—Finance and Treasurer:	Cassandra Carr
Senior Executive Vice President and General Counsel:	Edgar Mayfield
Vice President—Government and Industry Affairs:	Dick G. Boerger
Vice President and Secretary:	Ann Goddard
Telephone Number:	314/235-9800
Year Incorporated:	1983

Holding Company Figures
December 31, 1988

1. Total Number of Common Shareholders	1,131,439

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	11,340,449	—
2. Exchanges	879	—
3. Percentage of Access Lines of Industry Total	8.72	—
4. Total Number of States Operating In	5	—
5. Total Gross Plant	$22,990,418,000	$2,027
6. Total Operating Revenues	$ 7,200,264,000	$ 635
7. Number of Employees	57,970	—

Regulated Construction Expenditures

For Year 1988	$1,100,000,000

SOUTHWESTERN BELL CORPORATION

Name of Regulated Telephone Operating Company and Operating Location
December 31, 1988

1. Southwestern Bell Telephone Company — St. Louis, Missouri

TELEPHONE AND DATA SYSTEMS, INC.
79 West Monroe Street, Suite 905
Chicago, Illinois 60603

Chairman of the Board:	LeRoy T. Carlson
President & Chief Executive Officer:	LeRoy T. Carlson, Jr.
Executive Vice President—Finance; Chief Financial Officer:	Murray L. Swanson
Vice President:	Lester O. Johnson
Senior Vice President—Government and Regulatory Affairs:	Arland R. Hocker
Treasurer:	Ronald D. Webster
Corporate Controller:	Gregory J. Wilkinson
Assistant Controller, Controller — Telephone Operations:	William G. Grabel
Secretary:	Michael G. Hron
Telephone Number:	312/630-1900
Year Incorporated:	1969

Holding Company Figures
December 31, 1988

1. Number of Common Stockholders	3,039
2. Number of Series A Common Stockholders	83
3. Number of Preferred Stockholders	189

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	239,636	—
2. Exchanges	221	—
3. Percentage of Access Lines of Industry Total	.18	—
4. Total Number of States Operating In	25	—
5. Total Gross Plant	$475,044,705	$1,982
6. Total Operating Revenues	$141,934,834	$ 592
7. Number of Employees	1,326	—

Regulated Construction Expenditures

For Year 1988	$45,900,000
For Year 1989 (Est.)	$56,600,000
For Year 1990 (Est.)	$33,100,000

TELEPHONE AND DATA SYSTEMS, INC.

Name of Regulated Telephone Operating Companies and Operating Location December 31, 1988

1. Amelia Telephone Corporation — Amelia, Virginia
2. Arcadia Telephone Company — Arcadia, Ohio
3. Asotin Telephone Company — Asotin, Washington
4. Augusta Telephone Company — Augusta, Michigan
5. Badger Telecom, Inc. — Neillsville, Wisconsin
6. Barnardsville Telephone Company — Barnardsville, North Carolina
7. Black Earth Telephone Company, Inc. — Black Earth, Wisconsin
8. Bonduel Telephone Company — Bonduel, Wisconsin
9. Burlington, Brighton, & Wheatland Telephone Company — Burlington, Wisconsin
10. Butler Telephone Company, Inc. — Butler, Alabama
11. Calhoun City Telephone Company, Inc. — Calhoun City, Mississippi
12. Central State Telephone Company — Vesper, Wisconsin
13. Chatham Telephone Company — Chatham, Michigan
14. Chichester Telephone Company, Inc. — Chichester, New Hampshire
15. Clayton Telephone Company — Clayton, Michigan
16. Cleveland County Telephone Company, Inc. — Rison, Arkansas
17. Communications Corporation of Indiana — Roachdale, Indiana
18. Concord Telephone Exchange, Inc. — Concord, Tennessee
19. Continental Telephone Company — Continental, Ohio
20. Decatur Telephone Company, Inc. — Decatur, Arkansas
21. Dodge County Telephone Company — Reeseville, Wisconsin
22. Edwards Telephone Company, Inc. — Edwards, New York
23. Elnora Telephone Company, Inc. — Elnora, Indiana
24. Fayetteville Telephone Company — Fayetteville, Ohio
25. Fennimore Telephone Company — Fennimore, Wisconsin
26. Grove Hill Telephone Corp. — Grove Hill, Alabama
27. Harlan Telephone Company — Pleasant Plain, Ohio
28. Hartland & St. Albans Telephone Company — Hartland, Maine
29. Hickory Telephone Company — Hickory Corners, Michigan
30. Home Telephone Company of Pittsboro, Inc. — Pittsboro, Indiana
31. Home Telephone Company, Inc. — Waldron, Indiana
32. Home Telephone Company — Condon, Oregon
33. Kearsarge Telephone Company — New London, New Hampshire
34. Leslie County Telephone Company, Inc. — Hyden, Kentucky
35. Ludlow Telephone Company, Inc. — Ludlow, Vermont
36. Mahanoy & Mahantango Telephone Company — Herndon, Pennsylvania
37. McClellanville Telephone Company, Inc. — McClellanville, South Carolina
38. Meriden Telephone Company — Meriden, New Hampshire
39. Mid-State Telephone Company — Spicer, Minnesota
40. Midway Telephone Company — Medford, Wisconsin
41. Mosel & Centerville Telephone Company — Cleveland, Wisconsin
42. Mt. Vernon Telephone Company — Verona, Wisconsin
43. New London Telephone Company — New London, Missouri
44. Northfield Telephone Company — Northfield, Vermont
45. Oakman Telephone Company, Inc. — Oakman, Alabama
46. Oklahoma Communications Systems, Inc. — Choctaw, Oklahoma
47. Orchard Farm Telephone Company — St. Charles, Missouri
48. Peoples Telephone Company — Leesburg, Alabama
49. Peoples Telephone Company — Mt. Hope, Wisconsin

Name of Regulated Telephone Operating Companies
and Operating Location
December 31, 1988

50. Perkinsville Telephone Company, Inc. — Perkinsville, Vermont
51. Poseyville Telephone Company, Inc. — Poseyville, Indiana
52. Potlatch Telephone Company, Inc. — Kendrick, Idaho
53. Quincy Telephone Company — Quincy, Florida
54. Rock River Telephone Company — Johnson Creek, Wisconsin
55. St. Stephen Telephone Company — St. Stephen, South Carolina
56. Scandinavia Telephone Company — Scandinavia, Wisconsin
57. Service Telephone Company, Inc. — Fair Bluff, North Carolina
58. Shiawassee Telephone Company — Perry, Michigan
59. Somerset Telephone Company — North Anson, Maine
60. Stockbridge & Sherwood Telephone Company, Inc. — Sherwood, Wisconsin
61. Stoutland Telephone Company — Stoutland, Missouri
62. Sugar Valley Telephone Company — Loganton, Pennsylvania
63. Tellico Telephone Company, Inc. — Tellico Plains, Tennessee
64. Tennessee Telephone Company — Knoxville, Tennessee
65. Tenney Telephone Company — Alma, Wisconsin
66. Troy Telephone Company, Inc. — Troy, Idaho
67. Valders Telephone Company — Valders, Wisconsin
68. Wadesville Telephone Company, Inc. — Wadesville, Indiana
69. Warren Telephone Company — Warren, Maine
70. Waunakee Telephone Company — Waunakee, Wisconsin
71. West Penobscot Telephone & Telegraph Company — Corinna, Maine
72. Williston Telephone Company — Williston, South Carolina
73. Wolverine Telephone Company — Millington, Michigan

TELEPHONE ELECTRONICS CORPORATION/FAIL, INCORPORATED
P.O. Box 22923
Jackson, Mississippi 39225

President & Chief Financial Officer:	Joseph D. Fail (Fail, Incorporated) Charles F. Fail (Telephone Electronics Corporation)
Executive Vice President, Chief Financial Officer:	Walter J. Frank, Jr.
Executive Vice President — Industry Relations & Regulatory Affairs:	Lera O'Brian Roark
Executive Vice President — Regulatory Operations:	Harvey G. Poole
Treasurer & Secretary:	Joseph D. Fail (Telephone Electronics Corporation) Charles F. Fail (Fail, Incorporated)
Assistant Secretary:	Donna F. Alexander (Fail, Incorporated)
Telephone Number:	601/354-9070
Year Incorporated:	1972 (Telephone Electronics Corporation) 1984 (Fail, Incorporated)

Holding Company Figures
December 31, 1988

1. Number of Shareholders	9

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	37,154	—
2. Exchanges	37	—
3. Percentage of Access Lines of Industry Total	.03	—
4. Total Number of States Operating In	4	—
5. Total Gross Plant	$81,532,505	$2,194
6. Total Operating Revenues	$25,159,003	$ 677
7. Number of Employees	423	—

Regulated Construction Expenditures

For Year 1988	$2,985,787

TELEPHONE ELECTRONICS CORPORATION/FAIL INCORPORATED

Name of Regulated Telephone Operating Companies
December 31, 1988

1. Bay Springs Telephone Co., Inc. — Bay Springs, Mississippi (Telephone Electronics Corporation)
2. Chickamauga Telephone Corporation — Chickamauga, Georgia (Fail, Incorporated)
3. Crockett Telephone Company — Bradford, Tennessee (Telephone Electronics Corporation)
4. Fulton Telephone Company — Fulton, Mississippi (Fail, Incorporated)
5. Mound Bayou Telephone & Communications, Inc. — Fulton, Mississippi (Fail, Incorporated)
6. National Telephone of Alabama — Cherokee, Alabama (Telephone Electronics Corporation)
7. Ooltewah-Collegedale Telephone Co. — Chickamauga, Georgia (Fail Incorporated)
8. Peoples Telephone Company, Inc. — Bradford, Tennessee (Telephone Electronics Corporation)
9. Roanoke Telephone Company, Inc. — Roanoke, Alabama (Telephone Electronics Corporation)
10. West Tennessee Telephone Company — Bradford, Tennessee (Telephone Electronics Corporation)

UNITED TELECOMMUNICATIONS, INC.
2330 Shawnee Mission Parkway
Westwood, Kansas 66205

Chairman:	Paul H. Henson
President & Chief Executive Officer:	William T. Esrey
Executive Vice President & General Counsel:	John F. Dodd
Executive Vice President:	Curtis G. Fields
Executive Vice President & Chief Financial Officer:	Arthur B. Krause
Executive Vice President — Corporate Affairs:	Ronald T. LeMay
Senior Vice President:	Richard H. Brown
Vice President and General Counsel — Telephone:	J. Richard Devlin
Vice President — Government Relations:	Michael J. Robertson
Vice President — Public Affairs:	Jay C. Keithley
Vice President — Controller:	M. Jeannine Strandjord
Vice President — Secretary:	Don A. Jensen
Telephone Number:	913/676-3000
Year Incorporated:	1928

Holding Company Figures
December 31, 1988

1. Total Number of Stockholders	82,873

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	3,685,337	—
2. Exchanges	1,041	—
3. Percentage of Access Lines of Industry Total	2.83	—
4. Total Number of States Operating In	19	—
5. Total Gross Plant	$6,850,523,464	$1,859
6. Total Operating Revenues	$2,509,700,000	$ 681
7. Number of Employees	19,594	—

Regulated Construction Expenditures

For Year 1988	$667,459,580

UNITED TELECOMMUNICATIONS, INC.

Name of Regulated Telephone Operating Companies and Operating Location
December 31, 1988

1. Carolina Telephone & Telegraph Company — Tarboro, North Carolina
2. United Inter-Mountain Telephone Company — Bristol, Tennessee
3. United Telephone Company of Arkansas — Siloam Springs, Arkansas
4. United Telephone Company of the Carolinas — Bristol, Tennessee
5. United Telephone Company of Florida — Apopka, Florida
6. United Telephone Company of Indiana — Warsaw, Indiana
7. United Telephone Company of Iowa — Newton, Iowa
8. United Telephone Company of Kansas — Junction City, Kansas
9. United Telephone Company of Minnesota — Chaska, Minnesota
10. United Telephone Company of Missouri — Jefferson City, Missouri
11. United Telephone Company of New Jersey — Clinton, New Jersey
12. United Telephone Company of the Northwest — Hood River, Oregon
13. United Telephone Company of Ohio — Mansfield, Ohio
14. United Telephone Company of Pennsylvania — Carlisle, Pennsylvania
15. United Telephone Company of Texas — Tyler, Texas
16. United Telephone Company of the West — Scottsbluff, Nebraska

UNIVERSAL TELEPHONE, INC.
231 West Wisconsin Avenue
Milwaukee, Wisconsin 53203

Chairman of the Board:	Jack McDonald
President:	Dennis S. Leavitt
Vice President:	Robert D. Sarver
Treasurer:	Richard P. Ausman
Telephone Number:	414/278-7000
Year Incorporated:	1961

Holding Company Figures
December 31, 1988

1. Number of Common Stockholders	1
2. Number of Class A Special Stockholders	1

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	46,938	—
2. Exchanges	59	—
3. Percentage of Access Lines of Industry Total	.04	—
4 Total Number of States Operating In	5	—
5. Total Gross Plant	$84,296,822	$1,796
6. Total Operating Revenues	$23,009,589	$ 490
7. Number of Employees	267	—

Regulated Construction Expenditures

For Year 1988	$6,352,355

UNIVERSAL TELEPHONE, INC.

Name of Regulated Telephone Operating Companies and Operating Location December 31, 1988

1. Forestville Telephone Company, Inc. — Forestville, Wisconsin
2. Larsen-Readfield Telephone Company — Larsen, Wisconsin
3. Mid-America Telephone Company, Inc. — Stonewall, Oklahoma
4. Monroe County Telephone Company — Sparta, Wisconsin
5. Solon Springs Telephone Company — Frederic, Wisconsin
6. Universal Telephone Company of Colorado — Pagosa Springs, Colorado
7. Universal Telephone Company of Northern Wisconsin, Inc. — Manitowish Waters, Wisconsin & Hawkins, Wisconsin
8. Universal Telephone Company of the Southwest — Zuni, New Mexico

US WEST, INCORPORATED
7800 E. Orchard Road
Englewood, Colorado 80111

Chairman & Chief Executive Officer:	Jack A. MacAllister
President and Chief Operating Officer:	Richard D. McCormick
Executive Vice President and Chief Financial Officer:	Howard P. Doerr
Executive Vice President, General Counsel, and Secretary:	Laurence W. DeMuth, Jr.
Vice President and Treasurer:	James T. Anderson
Vice President and Controller:	David I. Brenner
Vice President — Federal Relations:	H. Laird Walker
President — Operations, US WEST Communications:	A. Gary Ames
Telephone Number:	303/793-6500
Year Incorporated:	1983

Holding Company Figures
December 31, 1988

1. Number of Shareowners	1,007,428

Figures for Telephone Operating Companies
December 31, 1988

	Totals for Group	Average Per Access Line
1. Access Lines	11,878,000	—
2. Exchanges	1,456	—
3. Percentage of Access Lines of Industry Total	9.14	—
4. Total Number of States Operating In	14	—
5. Total Gross Plant	$22,615,660,375	$1,904
6. Total Operating Revenues	$ 8,078,900,000	$ 680
7. Number of Employees	56,749	—

Regulated Construction Expenditures

For Year 1988	$2,294,000,000

US WEST, INCORPORATED

Name of Regulated Telephone Operating Companies and Operating Location December 31, 1988

1. Mountain States Telephone and Telegraph Company — Denver, Colorado; d/b/a US WEST Communications as of July 1, 1988.* Malheur Home Telephone Company and El Paso Telephone Company are wholly owned subsidiaries of Mountain States Telephone and Telegraph Company.

2. Northwestern Bell Telephone Company — Omaha, Nebraska; d/b/a US WEST Communications as of July 1, 1988.*

3. Pacific Northwest Bell Telephone Company — Seattle, Washington; d/b/a US WEST Communications as of July 1, 1988.*

*The purpose of this corporate reorganization was to establish a framework to unify and regionalize the operations of the above listed companies for governance, marketing, and operational purposes. (MST&T Form M Schedule A-1).